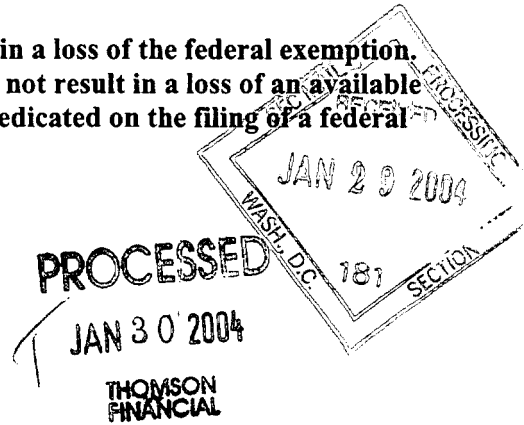


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SEC 1972 (6/02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response . . . 1

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Offering of limited partnership interests in Morgan Stanley Institutional Fund of Hedge Funds LP

Filing Under (Check box(es) that apply) ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

W

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Morgan Stanley Institutional Fund of Hedge Funds LP

Address of Executive Offices (Number and Street, City, State, Zip Code)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Telephone Number (Including Area Code)

(610) 260-7600

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Fund of Hedge Funds.

Type of Business Organization

☐ corporation☒ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization

Month Year

11 01

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: DE

(Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)**GENERAL INSTRUCTIONS****Federal:***Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- ☒ Each promoter of the issuer, if the issuer has been organized within the past five years;
- ☒ Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- ☒ Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- ☒ Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Morgan Stanley Alternative Investment Partners LP

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Morgan Stanley AIP GP LP

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Commonwealth of Pennsylvania State Employees' Retirement System

Full Name (Last name first, if individual)

30 North Third Street, Harrisburg, PA 17101

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Bozic, Michael

Full Name (Last name first, if individual)

c/o Mayer, Brown, Rowe & Maw LLP, 1675 Broadway, New York, NY 10019

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Garn, Edwin J.

Full Name (Last name first, if individual)

c/o Summit Ventures LLC, 1 Utah Center, 201 S. Main Street, Salt Lake City, Utah 84111

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Hedien, Wayne E.

Full Name (Last name first, if individual)

c/o Mayer, Brown, Rowe & Maw LLP, 1675 Broadway, New York, NY 10019

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Kearns, Joseph J.

Full Name (Last name first, if individual)

PMB 754, 23852 Pacific Coast Highway, Malibu, CA 80625

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Johnson, Manuel H., Dr.

Full Name (Last name first, if individual)

c/o Johnson Smick International, Inc., 2099 Pennsylvania Ave., N.W., Suite 950, Washington, DC 20036

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Pulfrey, Cory

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19429

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Garrett, James W.

Full Name (Last name first, if individual)

1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Nugent, Michael

Full Name (Last name first, if individual)

Triumph Capital, L.P., 445 Park Avenue, New York, NY 10022

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Robison, Ronald E.

Full Name (Last name first, if individual)

1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Fiumefreddo, Charles A.

Full Name (Last name first, if individual)

c/o Morgan Stanley Trust, Harborside Financial Center, Plaza Two, Jersey City, NJ 07311

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Chang, Stefanie V.

Full Name (Last name first, if individual)

1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.

² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Langlois, Noel

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Reid, Fergus

Full Name (Last name first, if individual)

85 Charles Colman Blvd., Pawling, NY 12564

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Higgins, James F.

Full Name (Last name first, if individual)

c/o Morgan Stanley Trust, Harborside Financial Center, Plaza Two, Jersey City, NJ 07311

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director¹ ☐ General and/or Managing Partner

Purcell, Phillip J.

Full Name (Last name first, if individual)

1585 Broadway, New York, NY 10036

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Merin, Mitchell M.

Full Name (Last name first, if individual)

1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

McAlinden, Joseph

Full Name (Last name first, if individual)

1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Fink, Barry

Full Name (Last name first, if individual)

1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.

² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer² ☐ Director ☐ General and/or Managing Partner

Mullin, Mary E.

Full Name (Last name first, if individual)

1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Lilly Retirement Plan Master Trust

Full Name (Last name first, if individual)

c/o The Northern Trust Company, as Trustee, 50 South LaSalle Street, Chicago, Illinois 60675

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.

² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.

² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE. [] [X]

2. What is the minimum investment that will be accepted from any individual? \$ 250,000*

*(The minimum initial investment is \$250,000, except that the General Partner may waive this minimum initial investment amount for certain investors, including officers, directors or key employees of the General Partner and other Morgan Stanley affiliates.)

3. Does the offering permit joint ownership of a single unit? Yes No
 [X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Morgan Stanley & Co. Incorporated

Full Name (Last name first, if individual)

1585 Broadway, New York, NY 10036

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [X] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Morgan Stanley Distribution, Inc.

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [X] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero."

If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security

Debt

Equity

[] Common [] Preferred

Convertible Securities (including warrants)

Partnership Interests

Other (Specify _____).

Total.....

Answer also in Appendix, Column 3, if filing under ULOE.

**Aggregate
Offering Price**

\$ 0

\$ 0

\$ 0

\$ *

\$ 0

\$ *

* Ongoing – no
maximum**Amount Already Sold**

\$ 0

\$ 0

\$ 0

\$ 891,056,917

\$ 0

\$ 891,056,917

2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors.....

Non-accredited Investors.....

Total (for filings under Rule 504 only).....

Answer also in Appendix, Column 4, if filing under ULOE.

**Number
Investors**

35

0

N/A

**Aggregate
Dollar Amount
of Purchases**

\$ 891,056,917

\$ 0

\$ N/A

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering

Rule 505

Regulation A

Rule 504

Total

Type of Security

N/A

N/A

N/A

N/A

**Dollar Amount
Sold**

\$ 0

\$ 0

\$ 0

\$ 0

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....

Printing and Engraving Costs

Legal Fees.....

Accounting Fees

Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) Miscellaneous offering costs

Total.....

[]

\$ 0

[✓]

\$ 30,000

[✓]

\$ 175,000

[✓]

\$ 10,000

[]

\$ 0

[]

\$ 0

[✓]

\$ 35,000

[✓]

\$ 250,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Questions 4.a.

This difference is the "adjusted gross proceeds to the issuer."

\$ _____ *

* Ongoing – no maximum

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$ _____ *	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>investment in securities</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____ *
Column Totals	<input checked="" type="checkbox"/> \$ _____ *	<input checked="" type="checkbox"/> \$ _____ *

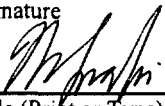
Total Payments Listed (column totals added)

☒ \$ _____ *

* Ongoing – no maximum

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Morgan Stanley Institutional Fund of Hedge Funds LP	Signature 	Date 1-8, 2004
Name of Signer (Print or Type) Noel Langlois	Title (Print or Type) Assistant Treasurer	

ATTENTION

**Intentional misstatements or omissions of fact constitute federal crime violations.
(See 18 U.S.C. 1001.)**